

Drawdown - 26
329777

2009 OCT 23 PM 12: 54

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME

OR

Global Container Lines Limited

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

100 Quentin Roosevelt Boulevard

Garden City

STATE

POSTAL CODE

COUNTRY

NY

11530

US

1d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

1e. TYPE OF ORGANIZATION

Corporation

1f. JURISDICTION OF ORGANIZATION

Delaware

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

ADD'L INFO RE
ORGANIZATION
DEBTOR

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME

OR

Seacastle Container Leasing, LLC

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

4000 Executive Parkway, Suite 240

CITY

San Ramon

STATE

POSTAL CODE

COUNTRY

CA

08540

US

4. This FINANCING STATEMENT covers the following collateral:

Lease agreement (#3507) - March 25, 2005 - CAI-Interpool / Global Container Lines

Lease agreement (#3531) - December 13, 2005 - CAI-Interpool / Global Container Lines

See attached list of Equipment, including Schedule A. This Equipment is subject to true leases between the Secured Party as Lessor (successor to/owner of leases) and Debtor as Lessee and this Financing Statement is filed as a precaution only under UCC Section 9-408.

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [optional]		ADDITIONAL FEE [optional]			
8. OPTIONAL FILER REFERENCE DATA		All Debtors		Debtor 1	Debtor 2	

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

International Association of Commercial Administrators (IACA)

FILING NUMBER: 200910230608211

SCHEDULE "A"

GLOBAL CONTAINER LINES LIMITED

Seacastle Container Leasing, LLC, successor to/owner of

Lessor: Interpool Limited / CAI - Interpool

Account # [REDACTED]

<u>Quantity</u>	<u>Equipment Description</u>
400	20' x 8' x 8'6" Dry Cargo Containers (Mfr: Singamas) Unit Numbers: GCIU 205001 through GCIU 205400
100	40' x 8' x 9'6" Dry Cargo Containers (Mfr: Singamas) Unit Numbers: GCIU 451003 through GCIU 451102

and all replacement, substitution and additional units of equipment subject to the terms and conditions of the lease agreement between the parties and all receivables and/or proceeds derived from all of the Equipment.

AND, Equipment, namely, Dry Cargo Containers, serial numbers in the ranges of GCIU 205401 through GCIU 205600 per 20' x 8' x 8'6" container, and GCIU 451 103 through GCIU 451352 per 40' x 8' x 9'6" container, and all replacement, substitution and additional units of equipment subject to the terms and conditions of the lease agreement between the parties (including predecessors) and all receivables and/or proceeds derived from all of the Equipment.

Note: serial numbers are the first six digits after the prefix "GCIU"

50X 0017

Unit Number	Equip Type	Contract
GCIU2050017	D20ST30T	3507A
GCIU2050022	D20ST30T	3507A
GCIU2050038	D20ST30T	3507A
GCIU2050043	D20ST30T	3507
GCIU2050059	D20ST30T	3507B
GCIU2050064	D20ST30T	3507B
GCIU2050070	D20ST30T	3507A
GCIU2050085	D20ST30T	3507B
GCIU2050090	D20ST30T	3507A
GCIU2050104	D20ST30T	3507A
GCIU2050110	D20ST30T	3507
GCIU2050125	D20ST30T	3507A
GCIU2050130	D20ST30T	3507B
GCIU2050146	D20ST30T	3507
GCIU2050151	D20ST30T	3507
GCIU2050167	D20ST30T	3507
GCIU2050172	D20ST30T	3507
GCIU2050188	D20ST30T	3507A
GCIU2050193	D20ST30T	3507D
GCIU2050207	D20ST30T	3507E
GCIU2050212	D20ST30T	3507A
GCIU2050228	D20ST30T	3507A
GCIU2050233	D20ST30T	3507A
GCIU2050249	D20ST30T	3507A
GCIU2050254	D20ST30T	3507A
GCIU2050260	D20ST30T	3507A
GCIU2050275	D20ST30T	3507
GCIU2050280	D20ST30T	3507
GCIU2050296	D20ST30T	3507
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GCIU2050315	D20ST30T	3507A
GCIU2050320	D20ST30T	3507A
GCIU2050336	D20ST30T	3507A
GCIU2050341	D20ST30T	3507
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GCIU2050383	D20ST30T	3507
GCIU2050399	D20ST30T	3507A
GCIU2050402	D20ST30T	3507A
GCIU2050418	D20ST30T	3507
GCIU2050423	D20ST30T	3507A
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